

Guideline: ccNSO Nominations Process ICANN Board Seats 11 and 12

Version 3.4

Date of review: April 2020

Date of adoption by the ccNSO Council: xxx 2020

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1 Introduction and Background

According to the ICANN Bylaw Article 10, Section 10.3(i) the ccNSO Council shall nominate individuals to fill Seats 11 and 12 on the Board by written ballot or by action at a meeting; any such nomination must have affirmative votes of a majority of all the members of the ccNSO Council then in office.

Notification of the ccNSO Council's nomination(s) shall be given by the Chair of the ccNSO Council in writing to the EC Administration, with a copy to the Secretary, and the EC shall promptly act on it as provided in Article 7, Section 7.25 of the ICANN Bylaws¹.

The ccNSO Council and ccNSO members have agreed that the ccNSO members shall propose and elect candidates for the two ICANN Board seats allocated to the ccNSO, and that the winner(s) of said election(s) shall in turn be nominated by a majority vote of the ccNSO Council to the ICANN Board seat(s).

2 Purpose of the Guideline

The purpose of this Guideline is to describe the procedures and timeline for the ccNSO Nominations Process.

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3 Timeline and Process

3.1 Initiation of Board members Nomination Process

¹ Text of Section 7.25

Upon its receipt of nominations as provided in Articles 7 through 12, the EC Administration, on behalf of the EC, shall promptly notify the Secretary of the EC's designation of individuals to fill seats on the Board. ICANN shall post all such designations promptly to the Website.

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3.1.1 Initiation of Regular Board Seat Nomination process (Article 7, Section 7.8(a)(iv) and (vi))

At least one (1) year before the individual nominated will fill Seat 11 or 12 on the ICANN Board of Directors, the ccNSO Council shall appoint a Nomination Manager and determine the timeline for the nomination process of candidate(s), including the due diligence verifications, and, to the extent necessary, election periods to fill the ccNSO seats on the ICANN Board.

3.1.2 Initiation of Board Seat Nomination process in case of vacancies (Article 7, Section 7.12(a))

[PLACEHOLDER: To be revisited once the Guideline: ccNSO Procedures Board (Members) Removal Process(es) has become effective).

3.1.3 Initiation of Board Seat Nomination Process when all Directors are recalled (Article 7, Section 7.12(b))

[PLACEHOLDER: To be revisited once the Guideline: ccNSO Procedures Board (Members) Removal Process(es) has become effective).

3.2 Timeline

The timeline should allow enough time for due diligence verifications, election of the nominee and an election by the ccNSO membership, and if necessary, a second round and/or run-off election, before the seat or seats need to be filled. A regular replacement nomination process for Seat 11 or 12 should - in accordance with Section 7.8 of the ICANN Bylaws - be completed at least six (6) months before the conclusion of the ICANN annual meeting at which the regular term for Seat 11 or 12 ends². The timeline should include at least dates for the following milestones:

- Appointment of the Nomination Process Manager
- Call for Candidates
- Acceptance of candidacy
- Expected duration of the Due Diligence verifications
- Presentation of Candidate Statements
- Start and end of the election rounds and run-off election
- Closure of Election process
- Nomination by the ccNSO Council.

The Secretariat will publish the timeline adopted by the ccNSO Council on the ccNSO website.

3.3 Appointment of the Nomination Process Manager

² In the event the Nomination process is terminated as a result of the circumstances foreseen in section 3.5 or section 3.7

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Commented [JB1]: (a) This Section 7.12(a) shall apply to Board vacancies other than those occurring by recall of all Directors (other than the President). A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director or Interim Director (as defined in Section 7.12(b)), or if the authorized number of Directors is increased. Vacancies occurring in Seats 1 through 15 shall be filled by the EC after nomination as provided in Section 7.2 and Articles 8 through 12. A vacancy in Seat 16 shall be filled as provided in Article 15. A Director designated by the EC to fill a vacancy on the Board shall serve for the unexpired term of his or her predecessor in office and until a successor has been designated and qualified. No reduction of the authorized number of Directors shall have the effect of removing a Director prior to the expiration of the Director's term of office.

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Commented [JB2]: (b) This Section 7.12(b) shall apply to Board vacancies occurring when all Directors (other than the President) are recalled as provided by Section 7.11(a)(iii). Concurrently with delivery of any EC Board Recall Notice (as defined in Section 3.3(f) of Annex D), the EC Administration shall provide written notice of the EC's designation of individuals to fill such vacancies (each such individual, an "Interim Director") to the Decisional Participants and to the Secretary, who shall cause such notice to be promptly posted to the Website. An Interim Director must meet the criteria specified in Section 7.3, Section 7.4 and Section 7.5, as applicable. An Interim Director shall hold office until the EC designates the Interim Director's successor in accordance with Section 7.12(a), and the successor's designation shall occur within 120 days of the Interim Director's designation. For avoidance of doubt, persons designated as Interim Directors may be eligible for designation as Directors as well.

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The Nomination [Process](#) Manager is responsible for managing the timeline and procedures, including the [election](#).

The Nomination [Process](#) Manager must be a person who cannot propose a candidate, second or vote, and who has no direct connection with a ccTLD manager or other potential conflict of interest.

Commented [MOU3]: There will always be an election
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3.4 Call for Candidates

The Nomination [Process](#) Manager will announce the call for candidates at the time set forth in the nomination timeline established by the ccNSO Council. The call for candidates must include a closing date, which will be at a minimum three (3) weeks after the call. The call will further include a description of how to nominate and second a candidate and will refer to the templates for nominating candidates and seconding the nomination(s). These templates shall contain at least the following:

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Nominating Template

- 1a. Full name of the candidate:
- 1b. E-mail address of the candidate:
- 1c. Country of Citizenship or Domicile of the candidate³.
- 2a. Full name of the nominator:
- 2b. E-mail address of the nominator:
- 2c. ccTLD manager represented by the nominator:

Seconding Template

- 1 Full name of nominator whose candidate is being seconded:
- 2a. Full name of the Nominee being seconded:
- 2b. E-mail address of the Nominee being seconded:
- 3a. Full name of the seconder:
- 3b. E-mail address of the seconder:
- 3c. ccTLD manager represented by the seconder:

Commented [MOU4]: According to timeline definition above call for nominations is : "call for candidates". Suggest to strike call for nominations, as this is confusing given that call fro candidate includes nomination and secondment. This does not resolve the issue that ultimately the process itself is called the Nomination Procees, but resolves at least some of the unclarity.

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Commented [KSS]: This should be done BEFORE the election

Commented [JB6R5]: It is specified in the call for nominations, how the requirements for eligible candidates look like. Up to the nomination manager to verify that the requirements are indeed met

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When [calling for candidate\(s\)](#), the Nomination [Process](#) Manager will remind all concerned of the [following](#) requirements:

- [To nominate](#) suitably qualified candidates, in particular [reference](#) the relevant sections in Article 7 of the ICANN Bylaws.
- [In accordance with Article 7, Section 7.2\(c\) of the ICANN Bylaws, candidate\(s\) to be nominated and the remaining ccNSO nominated Board member or the two elected to be nominated candidates shall NOT be citizens from the same country or of countries located in the same ICANN Geographic Region.](#)

³ As defined in Section 7. 2

Each ccNSO member may nominate one candidate and the nomination shall be published. If a ccNSO member nominates a second candidate, only the first nomination will be valid. The second nomination will not be published. Each ccNSO member may second 1 or more candidate(s). For avoidance of doubt, if a ccNSO Member nominates and seconds one and the same candidate, only the nomination is considered and the secondment for the same candidate shall be deemed invalid. Nominating and seconding of candidate(s), is limited to ccTLD Managers, who are members of the ccNSO on the date the call for candidates is published.

Candidates are not required to be employed by a ccTLD Manager in order to be able to be nominated, but if there is an employment or other relationship, that should be disclosed by the candidate as part of their Candidate Statement.

All nominations must be seconded by another ccNSO member.

The templates to be used for nominations and secondments shall be posted on the ccNSO website. The archive of the nominations and secondments will be publicly available.

On the relevant date, as set forth in the nomination timeline established by the ccNSO Council, the Nomination Process Manager will announce the closure of the nomination period.

3.5 Acceptance of Candidacy

After closure of the call for candidates, the Nomination Process Manager shall ensure that nominees formally accept their nominations. By accepting the nomination, a nominee warrants and is aware of, and consents to:

- The Country of Citizenship or Domicile included in the nomination form;
- Not to hold a position as an official of a national government or a multinational entity (section 7.4 (a) of the ICANN Bylaws)
- Section 7.4 (b) of the ICANN Bylaws
- Section 7.4 (d) of the ICANN Bylaws
- Fully cooperate to undergo a due diligence screening by an external provider, which includes providing necessary consent to the ICANN to transmit personal data to the due diligence provider. Candidates need to be aware that they will be approached by the external due diligence provider to sign a consent form before the actual due diligence will begin.

After acceptance of the nomination by the candidate(s), the Chair of the ccNSO Council or other person designated by the ccNSO Council in the event the Chair is candidate, shall inform ICANN's General Counsel's office and provide it with all relevant candidate information. The General Counsel's Office will then notify the independent Due Diligence Provider, provide it with all

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Deleted: , as well as the nominating and seconding templates ...received during the nomination period associated with nominees who have agreed to stand for election..., will be posted on the ccNSO website. ... [6]

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Commented [KS13]: Yup... but nominations and secondings are posted during the nomination period. Or we are talking about different posts? ... [6]

Commented [JB14R13]: I am not sure I understand your question Katrina. Once the timeframe during which we accept nominations and secondings, the Nomination Manager contacts the candidates that were correctly nominated and seconded, asking them whether they ... [7]

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relevant candidate information, and ask the provider to work directly with the candidates to begin and complete the due diligence process.

The candidate(s) will be approached by the independent provider and will be asked to sign a consent form. In the event a candidate does not provide consent or rescinds the consent to undergo the due diligence process, the Council will be informed, and the candidacy of that person will be terminated.

After the due diligence review has been concluded by the Due Diligence Provider, the results of due diligence are provided to designated members of ICANN's General Counsel's Office to evaluate. If there are no issues the General Counsel's Office will notify the Chair of the ccNSO Council [and vice chair(s)] or other designated person in case the Chair has accepted nomination, and the candidate(s) will be informed accordingly. If the General Counsel's Office identifies an issue or potential issue, it will also notify the Chair of the ccNSO Council [and vice chair(s)] or other designated person in case the Chair has accepted nomination, along with a description of the issue or potential issue. The Chair of the ccNSO Council, [or other designated person](#) will update the full Council (with exception of a potential candidate who is still a Councillor) on the results of the due diligence, i.e., whether no concerns have surfaced, or concerns were raised which warrant further consideration and decisions.

After a satisfactory conclusion of the due diligence process, i.e., there are no concerns resulting from the due diligence review regarding the candidate(s), the process continues with the Q&A session by the ccNSO Members at the first [ccNSO Members](#) meeting following the conclusion of the due diligence process.

In the event one or more issues result in concerns about the candidate's ability to serve on the ICANN Board of Directors, the Chair of the ccNSO Council [or other designated person in case the Chair has accepted nomination](#), may request the candidate to step-down or to propose to Council to terminate the candidacy of that person or to terminate the nomination process. If a candidate decides to step-down, or the nomination of that person is terminated and the candidate was the only nominee, the [Nomination Process](#) is deemed to be terminated on the day the candidacy is terminated. The Council decision to terminate the [Nomination Process](#) or end the candidacy of a person needs to be taken by a simple majority vote.

If the [Nomination Process](#) is terminated in accordance with this section, section 3.9 applies.

3.6 Presentation of Candidate Statements

The [Nomination Process](#) Manager will ask candidate(s) to provide and present a written Candidate Statement prior to the start of the due diligence verifications. Candidate Statement(s) shall be published on the ccNSO website (in alphabetical order). The [Nomination Process](#) Manager will not publish Candidate Statement(s) that do not meet the current ICANN Standards of Behavior or that contain defamatory or derogatory statements.

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At the first ICANN meeting following the closure of the [Due Diligence verifications](#), during the ccNSO Members Meeting, ccNSO members and others will be provided the opportunity to meet and question the Candidate(s). This session of the meeting will be chaired by an independent person who has no affiliation or connection with any of the Candidate(s).

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3.7 Election and run-off election

Even if there is only one Candidate or only two Candidates in the event of two seats becoming vacant, the Nomination [Process](#) Manager will inform the ccNSO Council and members, about the date of the election.

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The election should not close earlier than two weeks after the closure of the Q&A session. The election will be conducted in the following manner:

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- The Nomination [Process](#) Manager will issue a formal Election Notice to all ccNSO members and publish it on the ccNSO website. [All ccTLD Managers who are Member of the ccNSO, one day prior to the day the Nomination Process Manager starts the voting process](#) are able to participate in the [election](#) process.
- [The issuing of the Election Notice marks the start of the voting process.](#)
- The Election Notice will include at a minimum:
 - The names of the Candidates
 - Information on how the election will be conducted
 - Election opening and closing dates.
- The Nomination [Process](#) Manager will issue an email to the designated contact of each ccNSO member, which will indicate how to vote and the date and time by which votes must be received.
- The vote will be [confidential](#), that is, the vote is identified only by a code and not by a name.
- The ballot will include the name(s) of the candidate(s) and “None of the above”. “None of the above” will mean that the ccTLD Manager believes the candidate(s) is / are not qualified to serve on the ICANN Board of Directors.
- Where the election is for one seat, each ccNSO member will be entitled to vote for up to one candidate. Where the election is for two seats, each ccNSO member will be entitled to vote for [up to](#) two candidates.
- The election voting period will be at a minimum for two weeks, but no longer than three (3) weeks, after which the Nomination [Process](#) Manager will close the voting and will count the votes.
- The Candidate(s) that receive the majority of the votes cast by the ccNSO members, shall be the Candidate(s) who is(are) elected to be nominated by the ccNSO Council.

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Commented [KS23]: I think these two should be combined. Firstly, because the first one is not clear. Secondly, regardless of the number of votes, if majority is against all the candidates, we should look for better ones.

In the event the majority of the votes cast is “None of the Above” the Nomination [Process](#) shall be terminated [and](#) section 3.9 [applies](#).

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In the event of a tied vote, a run-off election vote or votes will be held, no later than one month after conclusion of the first round of voting.

3.8 Closure of Election process

As soon as possible, but no later than two (2) weeks after closure of the election, the Nomination Process Manager shall inform the ccNSO Chair or other designated person in case the Chair has accepted nomination and the Candidates of the results of the election. The Nomination Manager will issue the results to all ccNSO members and publish them on the ccNSO website.

The ccNSO Chair or other designated person in case the Chair has accepted nomination will then put the election results to a vote of the ccNSO Council.

3.9 Termination of the Nomination Process

If the Nomination Process is terminated, for whatever reason, the Council will initiate a new Nomination Process by appointing the Nomination Process Manager and adopting a new Timeline. If it is expected that the new Nomination Process will not be completed at least six (6) months before the conclusion of the ICANN annual meeting at which the regular term for Seat 11 or 12 ends, the Chair of the ccNSO will inform ICANN's General Counsel Office and the EC Administration accordingly within 2 business days after the Council decisions to appoint the Nomination Process Manager and adopt the new Timeline have become effective.

4 Nomination by the ccNSO Council

The ccNSO Council shall confirm the election and nomination of the candidate for the seat becoming vacant at its first meeting following the written submission of the name of the successful candidate(s) or the final result of the election(s) to the ccNSO Council.

In the event a ccNSO Council meeting cannot take place in time before the seat becomes vacant, the ccNSO Council will conduct an email decision to confirm the Nomination. To be selected, there needs to be an affirmative vote by the majority of the ccNSO Council members in office at the time of the vote.

Notification of the ccNSO Council's nomination(s) shall be given by the Chair of the ccNSO Council in writing to the EC Administration, with a copy to the Secretary.

5 Miscellaneous

5.1 ccNSO Internal Guideline

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Commented [JB27R26]: For discussion by GRC

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This Guideline is an internal rule of the ccNSO in accordance with Article 10, Section 10.3(k) and Article 10, Section 10.4(b) of the ICANN Bylaws.

5.2 Omission in or unreasonable impact of the Guideline

In the event this guideline does not provide guidance and/or the impact is unreasonable, the Chair of the ccNSO Council will decide upon any questions or issues.

5.3 Review of Guidelines

This guideline will be reviewed every third year starting 2019 or in the event of changing circumstances.

6 Roles and Responsibilities Assignments

Task	Chair	ccNSO Council	Secretariat	ccNSO members	Nominees	Secretary of ICANN, EC Admin	Nomination Manager
Adopt the timeline		R	I				
Publish the timeline			R				
Appoint Nomination Manager		R					I
Announce the call				I			R
Nominate				R, I			I
Second				R, I			I
Accept nomination				I	R		I
Vote on candidates		R		I			I
Vote on election results		R		I			I
Notify of the nomination(s)	R					I	

R – Responsible, A – Accountable, C – Consulted, I - Informed

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Page 4: [7] Commented [JB14R13]	Joke Braeken	4/2/20 11:42:00 AM

I am not sure I understand your question Katrina. Once the timeframe during which we accept nominations and secondings, the Nomination Manager contacts the candidates that were correctly nominated and seconded, asking them whether they accept their nominations and indeed intend to run as candidates.

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Page 4: [9] Commented [JB16R15]	Joke Braeken	4/2/20 11:45:00 AM

Even if there is only 1 candidate, we always have an election. We should delete the part that says 'in case of election'